

**STATE BAR OF MICHIGAN - BUSINESS LAW SECTION**  
**COUNCIL MINUTES**

**March 2, 2017**

Pursuant to notice duly given, a meeting of the Council of the Business Law Section of the State Bar of Michigan was held at the State Bar of Michigan in Lansing, Michigan on March 2, 2017. Council members present were Kevin Block, Judy Calton, Jennifer Consiglio, Julia Dale, Shane Hansen (via telephone), Mark Kellogg, Daniel Morley (via telephone), Mark Peters, John Schuring, Ian Williamson, and Christopher Yates (via telephone). In addition, Committee Chairs and Directors present were Celeste Arduino (via telephone), Marguerite Donahue (via telephone), Dee Dee Fuller (via telephone), Patrick Haddad (via telephone), Justin Klimko, Richard McDonald (via telephone), Daniel Minkus (via telephone), Jennifer Oertel (via telephone) and Douglas Toering. Others present were Stuart Dorf, Lisa Geherin, Laura Johnson, Michael Khoury (via telephone), Lalla Shishkevish, Terri Shoop (via telephone), and Michael Sphunt (via telephone).

1. Call to Order and Determination of Quorum. Section Chairperson Judy Calton called the meeting to order at approximately 3:30 p.m. and determined that a quorum was present.

2. Approval of Minutes of December 3, 2016 Council Meetings. Ms. Calton called for a motion to approve the Minutes of the December 3, 2016 Council meeting. Ian Williamson indicated that he attended the December 3, 2016 Council meeting but his name was not reflected in the draft Minutes. A motion was made to approve the Minutes after revision to add Ian Williamson to the list of Council members present at the meeting. The motion was seconded and unanimously approved, 11-0-0.

3. Treasurer's Report. A written Treasurer's Report was provided to Council. Mr. Block reported that the Section is financially healthy. Anomalies appear on the current Financial Statement due to the timing of revenue and expenditures with respect to Business Boot Camp and the Business Law Institute. A motion was made to accept the Treasurer's Report. The motion was seconded and unanimously approved, 11-0-0.

4. Chairperson's Report. Ms. Calton reported that 31 attorneys signed up to join various Section Committees at Business Boot Camp I.

A. Access to Justice Donation. Ms. Calton reported that historically, the Section makes an annual donation in the amount of \$5,000 to the Access to Justice Fund through Community Legal Resources. After discussion, a determination was made to continue with this annual donation. The approval of this donation will be moved from later in the year to approval annually at the June Council meeting in order to keep the donation within the correct fiscal year and avoid confusion. Approval of this donation for 2017 will be added to the agenda at the June Council meeting.

B. Chair v. Chairperson. Ms. Calton would like the Council to adopt the use of the title Chair instead of Chairperson. A motion was made to use the title Chair and

discontinue to the use of Chairperson. The motion was seconded and unanimously approved, 11-0-0.

C. ICLE Agreement. Ms. Calton reported that a new contract with ICLE regarding publication of the *Business Law Journal* has been proposed. The contract would begin on July 1, 2017 and would continue for a three year term. The contract has been distributed to Council for review. The officers and Publications Directors have approved the contract. A motion was made to enter in to the proposed three-year contract with ICLE regarding publication of the *Business Law Journal* beginning July 1, 2017. The motion was seconded and unanimously approved, 11-0-0.

D. ICLE Competency Maps. Ms. Calton reported on efforts to teach new members of the Bar and solo practitioners using new and innovative technical means. A Mergers and Acquisitions Competency Map has been created by ICLE and Ms. Calton asked Council to review the map and make comments. Mary Hiniker and 12 volunteers are working on this project. ICLE is also working with the Section and the Business Courts Committee to create a Business Courts Competency Map. Ms. Geherin stated that the emphasis for these projects is on what practitioners actually do. Marguerite Donahue will send a request for volunteers for this project. If anyone has ideas for innovative technical means to reach the Bar, please let Ms. Calton know.

E. Leadership List. Ms. Calton reported that Leadership List was distributed with Council meeting packet. Please let Terri Shoop know if revisions should be made to the list. Ms. Calton reminded Committee Chairs and Directors that successors are needed for each group.

F. Section Dues. A discussion ensued regarding offering a reduced rate for young lawyers as members of both the Young Lawyers Section and the Section. Requests for dues changes must be made to the State Bar of Michigan by May 1, 2017. A motion was made to authorize the Executive Committee to research, devise and implement a program at its discretion offering a reduced rate for one or two years for Young Lawyers Section members. The motion was seconded and unanimously approved, 11-0-0.

G. State Bar Representative Assembly. A discussion ensued regarding the State Bar Representative Assembly which meets twice each year. Ms. Calton reported that the Representative Assembly is looking for action items. Ms. Calton suggested that if Michael Khoury were to have a proposal for a limited in-house counsel admission to the Bar, that would be a representative council topic.

5. Committee/Directorship Reports.

A. Standing Committees.

(i) Business Courts Committee. A written report has been provided by the Business Courts Committee. Judge Yates and Mr. Toering reported on the planning of a program for May 2 in Lansing with the Judicial Law Institute.

(ii) Commercial Litigation Committee. A written report has been provided by the Commercial Litigation Committee.

(iii) Corporate Laws Committee. A written report has been provided by the Corporate Laws Committee.

(iv) Debtor/Creditor Rights Committee. A written report has been provided by the Debtor/Creditor Rights Committee. Ms. Calton reported that 92 people are signed up for *The "New" Michigan Domestic Asset Protection Trust Act* which will be held March 7, 2017.

(v) Financial Institutions Committee. A written report has been provided by the Financial Institutions Committee.

(vi) In-House Counsel Committee. No report.

(vii) Law Schools Committee. A written report has been provided by the Law Schools Committee.

(viii) LLC & Partnership Committee. A written report has been provided by the LLC & Partnership Committee.

(ix) Nonprofit Corporations Committee. A written report has been provided by the Nonprofit Corporations Committee.

(x) Regulation of Securities Committee. A written report has been provided by the Regulation of Securities Committee. Ms. Dale, Mr. Haddad and Mr. Hansen reported on the meetings which have occurred with the Regulation of Securities Committee and the Corporations, Securities and Commercial Licensing Bureau regarding the proposed securities rules.

(xi) Small Business Forum. A written report has been provided by the Small Business Forum.

(xii) Uniform Commercial Code Committee. No report.

B. Ad Hoc Committees:

(i) Strategic Plan Committee/21<sup>st</sup> Century Practice Task Force. The draft Strategic Plan has been circulated to the Council. Ms. Fuller reported that the Committee has modified the Strategic Plan taking into consideration survey results and the Report of the State Bar of Michigan. A motion was made to adopt the revised Strategic Plan. The motion was seconded and unanimously approved, 11-0-0.

C. Directorship Reports.

(i) Communication & Development Directorship. A written report has been provided by the Communication & Development Directorship.

(ii) Legislative Review Directorship. A written report has been provided by the Legislative Review Director.

(iii) Nominating Directorship. A written report has been provided by the Nominating Director.

(iv) Programs Directorship. A written report has been provided by the Programs Directorship. Mr. Minkus reported on the success of Business Boot Camp I. The 2017 Business Law Institute will take place in Grand Rapids on October 6. A motion was made to approve the Directorship to move forward with the planning of Business Boot Camp II. The motion as seconded and unanimously approved, 11-0-0.

a. ICLE Liaison. A written report has been provided by the ICLE Liaison. An update was provided on activities by Ms. Donahue and Ms. Geherin.

(v) Publications Directorship. A written report have been provided by the Publications Director.

D. Liaisons.

(i) Probate Section. No report.

(ii) Young Lawyers Section. No report.

(iii) Definition. Ms. Calton read the definition of liaison as provided by John Dresser: *The liaison to the \_\_\_\_\_ Section of the State Bar of Michigan is responsible for developing and maintaining bilateral communication between the Section and the \_\_\_\_\_ Section on matters of mutual interest and concern.* Ms. Calton will revise the definition and revisit this topic at the next Council meeting.

6. Other Business and Announcements. Ms. Calton noted that the Section is sponsoring a table at Detroit Mercy Law School on March 8.

Ms. Dale reported on staff and processing times at the State and an information sales program.

7. Announcement of June 6, 2017 Council Meeting. The next Council meeting will take place on June 6, 2017 at 3:30 p.m. at the Honigman, Miller, Schwartz & Cohn in Bloomfield Hills.

8. Meeting Adjournment. There being no further business to come before the Council of the Business Law Section, upon motion duly made, seconded, and unanimously approved 11-0-0, the meeting was adjourned at approximately 4:35 p.m.

Respectfully submitted,

By: \_\_\_\_\_  
Jennifer Consiglio  
Secretary